



**JBS S.A.**

**NOTICE TO THE MARKET**

**JBS S.A. ANNOUNCES TERMINATION OF TENDER OFFER  
BY JBS FINANCE II LTD. FOR 8.25% NOTES DUE 2018**

São Paulo, Brazil, December 8, 2014 – JBS S.A. ("JBS") announced today that JBS Finance II Ltd. (the "Company"), a wholly-owned financing subsidiary of JBS, has terminated its previously announced cash tender offer (the "Tender Offer") for any and all of the Company's outstanding U.S.\$900,000,000 aggregate principal amount of 8.25% Notes due 2018 (the "Notes").

The Tender Offer was subject to the conditions set forth in the Offer to Purchase, dated December 3, 2014, and the related Letter of Transmittal (together, the "Offer Documents"), which contain detailed information concerning the terms of the Tender Offer. These conditions included, among others, the consummation of an offering of new senior notes by JBS USA, LLC and JBS USA Finance, Inc., each a subsidiary of JBS (the "New Notes Offering"). Given the conditions in the debt capital markets, JBS has decided not to pursue this refinancing opportunity of the Notes at this time. As a result, the New Notes Offering and the Tender Offer have been terminated.

This notice to the market confirms formal termination of the Tender Offer. JBS reserves the right to initiate a new tender offer at a later date, but is under no obligation to do so.

Holders of Notes with questions regarding the termination of the Tender Offer may direct such questions to D.F. King & Co., Inc., the information agent for the Tender Offer, at (866) 751-6315 (toll free), (212) 269-5550 (collect) or [jbs@dfking.com](mailto:jbs@dfking.com).

Neither the Offer Documents nor any related documents have been filed with the U.S. Securities and Exchange Commission, nor have any such documents been filed with or reviewed by any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Offer Documents or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary.

Under no circumstances shall this notice to the market constitute an offer to buy or the solicitation of an offer to sell the Notes or any other securities of JBS or its affiliates.

**About JBS**

JBS is the world's largest animal protein company and processes, prepares, packages and delivers fresh, further processed and value-added beef, pork, lamb and poultry products in approximately 150 countries on five continents.



### **Important Notice Regarding Forward-Looking Statements**

This notice to the market contains certain forward-looking statements. Statements that are not historical facts, including statements about our perspectives and expectations, are forward looking statements. The words "expect," "believe," "estimate," "intend," "plan" and similar expressions, when related to JBS and its subsidiaries, indicate forward-looking statements. These statements reflect the current view of management and are subject to various risks and uncertainties. These statements are based on various assumptions and factors, including general economic, market, industry and operational factors. Any changes to these assumptions or factors may lead to practical results different from current expectations. Excessive reliance should not be placed on those statements. Forward-looking statements relate only to the date they were made and JBS undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date they were made.

**São Paulo, December 8, 2014**

**Jeremiah O'Callaghan**  
Investor Relations Officer